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ZHI SHENG GROUP HOLDINGS LIMITED

智昇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8370)

**FURTHER DELAY IN DESPATCH OF CIRCULAR
MAJOR TRANSACTION IN RELATION TO
THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL IN
POLYQUEUE LIMITED**

Reference is made to (i) the announcement (the “**Announcement**”) of Zhi Sheng Group Holdings Limited (the “**Company**”) dated 21 October 2019 in relation to, among other things, the Acquisition and (ii) the announcements (the “**Delay Announcements**”) of the Company dated 11 November 2019 and 29 November 2019 respectively in relation to, among other things, the delay in despatch of circular regarding the Acquisition. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

As set out in the Delay Announcements, a circular (the “**Circular**”) containing, among other things, further details of the Sale and Purchase Agreement and the transactions contemplated thereunder, the Contractual Arrangement, and other information required to be disclosed under the GEM Listing Rules, was expected to be despatched to the Shareholders on or before 6 December 2019.

As additional time is required by the Company for the preparation and finalisation of the relevant information for inclusion in the Circular, the despatch of the Circular is expected to be further postponed to a date on or before 13 December 2019.

By order of the Board
Zhi Sheng Group Holdings Limited
Yi Cong
Executive Director

Hong Kong, 6 December 2019

As at the date of this announcement, the Board comprises Mr. Yi Cong and Mr. Liang Xing Jun as executive Directors; Mr. Luo Guoqiang as non-executive Director; and Mr. Chan Wing Kit, Ms. Cao Shao Mu and Mr. Kwok Sui Hung as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.qtbj.com.